

APPENDIX B

Local Number Portability Administrator Code of Conduct

(as amended and restated on [•], 2017)

For so long as it serves as Local Number Portability Administrator (“LNPA”), and except as expressly authorized by the Federal Communications Commission or its Wireline Competition Bureau:

1. As the LNPA, Telcordia Technologies, Inc., d/b/a iconectiv (“iconectiv”) shall not, directly or indirectly, show any preference or provide any special consideration to any Telecommunications Service Provider (“TSP”) with respect to LNPA services.
2. iconectiv shall not share LNP data or proprietary information of any TSP served by the LNPA (except as necessary for the performance of LNPA duties by the LNPA, or pursuant to the LNPA Master Services Agreement).
3. iconectiv~~and~~, Ericsson and Francisco Partners shall not share confidential information about iconectiv’s LNPA business services or operations with employees of any TSP (except as necessary for the performance of iconectiv’s LNPA duties).
4. No employee, officer, or director of iconectiv or any dedicated employee of any subcontractor, directly involved in “core LNPA activities” (as defined by the Order)¹ shall hold any interest, financial or otherwise, that would cause iconectiv to no longer be neutral, without obtaining prior approval from the Federal Communications Commission or recusing himself or herself from all activities relating to the provisions of LNPA services.²
5. No person serving in the management of iconectiv and directly involved in LNPA services shall serve (i) in the management, (ii) as a member of the Board of Directors, (iii) as a Managing Member of an LLC, or (iv) as a General Partner of a partnership of any TSP without obtaining prior approval from the Federal Communications Commission or recusing himself or herself from all LNPA associated activities. For the purposes of this Code, “management of iconectiv” shall be defined as an officer of iconectiv or a member of the iconectiv Board of Directors.

¹ LNPA Selection Order at para. 177.

² For avoidance of doubt, an “interest” does not include holdings by a mutual fund, life insurance policy, annuity, or similar vehicle over which the employee does not control the vehicle’s investment decisions. For the purposes of this section, interests of one percent or less are not cognizable as ownership.

6. iconectiv shall retain all decision making authority regarding LNPA services; any sub- contractor that provides LNPA-related services shall provide such services to the specific direction of iconectiv and shall not have discretionary decision making authority regarding LNPA services.
7. iconectiv's Board of Directors shall meet the following requirements:
 - a. iconectiv's Board of Directors shall consist of a majority of [Members independent of Ericsson, and a plurality of](#) independent Members. Members' independence shall be evaluated pursuant to the provisions of this Code and Section 303A.02 of the Rules of the New York Stock Exchange.
 - b. Each Member shall be vetted for neutrality issues.
 - c. No Member shall be an employee, recently retired employee, officer, director, managing member, or partner of a TSP.
 - d. No independent Member shall be an employee, recently retired employee, officer, director, managing member, or partner of Ericsson, [Francisco Partners](#) or the management of iconectiv, nor shall any independent Member be an affiliated person of iconectiv or its subsidiaries. An "affiliated person" is a person that directly or through one or more intermediaries, controls, or is controlled by, or is under common control with, iconectiv.
 - e. No independent Member will receive compensation from iconectiv other than as a director.
8. No iconectiv employee directly involved in core LNPA activities (as defined in the Order) will be a shared employee with Ericsson, nor shall any such iconectiv employee be detailed from Ericsson. Further, no such employee of iconectiv will participate in any profit-sharing or long-term compensation program offered to employees of Ericsson, except to the extent that such employee participated in an Ericsson pension plan as of March 27, 2015, nor shall any such iconectiv employee or independent Member of the Board of Directors hold Ericsson stock.
9. All iconectiv employees working on LNPA services, subcontractor employees designated to perform core LNPA services, and SungardAS employees subject to Section 10.c, below, shall receive impartiality/neutrality training (i) when hired or upon commencement of LNPA related duties and (ii) on an annual basis.

10. iconectiv shall secure a written commitment of recusal from any decisions regarding LNPA services from any person on Sungard Availability Services, LP's parent company's ("SungardAS") board of directors who owns or represents an entity that holds both a direct or indirect interest in SungardAS of ten percent (10%) or more and an interest in one or more TSP(s) of ten percent (10%) or more.
 - a. SungardAS shall notify iconectiv if, at any time, it becomes aware that any Sungard affiliate intends to commence providing switched services that utilize number portability. iconectiv will notify the FCC and NAPM within five business days of receipt that it has received such notification.
 - b. Any owner of SungardAS that also has, or serves as an officer or director of an entity that has ownership interests, including voting rights, greater than ten percent (10%) in a TSP shall recuse himself or herself from participating in material discussions or decision-making involving the services SungardAS provides to iconectiv in support of LNPA services.
 - c. All SungardAS employees dedicated to providing services to iconectiv in support of LNPA services, and all SungardAS managers directly overseeing day-to-day responsibilities of such employees shall be bound by this Code of Conduct.
11. iconectiv shall conduct a semiannual neutrality audit that, among other things, verifies its compliance with these conditions.